

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

BROCKTON RETIREMENT BOARD and,  
QUINCY RETIREMENT BOARD,  
Individually and On Behalf of All Others  
Similarly Situated,

Plaintiffs,

v.

OPPENHEIMER GLOBAL RESOURCE  
PRIVATE EQUITY FUND I, L.P.,  
OPPENHEIMER ASSET MANAGEMENT, INC.,  
OPPENHEIMER ALTERNATIVE  
INVESTMENT MANAGEMENT, LLC,  
OPPENHEIMER & CO., INC., BRIAN  
WILLIAMSON AND PATRICK KANE,

Defendants.

CIVIL ACTION  
NO. 1:12-cv-10552-RWZ

**DECLARATION OF PATRICK STRAWBRIDGE IN SUPPORT OF  
OPPENHEIMER DEFENDANTS' AND PATRICK KANE'S  
MOTION TO DISMISS AMENDED COMPLAINT**

PATRICK STRAWBRIDGE, declares, pursuant to 28 U.S.C. § 1746, as follows:

1. I am an attorney with Bingham McCutchen LLP, counsel for defendants Oppenheimer Global Resource Private Equity Fund I, L.P., Oppenheimer Asset Management, Inc., Oppenheimer Alternative Investment Management, LLC, Oppenheimer & Co., Inc. (collectively, the "Oppenheimer Defendants"), and Patrick Kane. I make this Declaration in support of the Oppenheimer Defendants' and Patrick Kane's Motion to Dismiss the Amended Complaint.

2. Attached hereto as Exhibit A is a true and correct copy of City of Brockton Retirement System Actuarial Valuation Report, dated January 1, 2008, which is publicly available at <http://www.mass.gov/perac/brockton/brocktonval08.pdf>.

3. Attached hereto as Exhibit B is a true and correct copy of Quincy Retirement System Actuarial Valuation, dated January 1, 2007, which is publicly available at <http://www.mass.gov/perac/quincy07val.pdf>.

4. Attached hereto as Exhibit C is a true and correct copy of the Oppenheimer Global Resource Private Equity Fund I, L.P. Confidential Private Placement Memorandum, dated July 2008.

5. Attached hereto as Exhibit D is a true and correct excerpt of the Amended and Restated Limited Partnership Agreement of Oppenheimer Global Resource Private Equity Fund I, L.P.

6. Attached hereto as Exhibit E is a true and correct excerpt of the Amended and Restated Limited Partnership Agreement of Oppenheimer Global Resource Private Equity Offshore Fund I, L.P.

7. Attached hereto as Exhibit F is a true and correct copy of the Subscription Package for Oppenheimer Global Resource Private Equity Offshore Fund I, L.P. executed by the City of Brockton Retirement System.

8. Attached hereto as Exhibit G is a true and correct copy of the Subscription Package for Oppenheimer Global Resource Private Equity Fund I, L.P. executed by the Quincy Retirement System.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 31, 2012.

/s/ Patrick Strawbridge

Patrick Strawbridge

**CERTIFICATE OF SERVICE**

I certify that this document was filed through the ECF system to be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and that paper copies will be sent to any person indicated on ECF as a non-registered participant on August 31, 2012.

/s/ Michael Blanchard  
Michael Blanchard, BBO #676860